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9-17-01



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 890578 82724A

AUTHORIZATION :

*Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : September 17, 2004

ORDER TIME : 10:38 AM

ORDER NO. : 890578-005

CUSTOMER NO: 82724A

CUSTOMER: J Thomas Conroy, Esq.  
Conroy Coleman & Hazzard, P.A.

Suite 115  
2640 Golden Gate Boulevard  
Naples, FL 34105

DOMESTIC FILING

NAME: JL MCVEY BUILDING CO., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION OF  
JL MCVEY BUILDING CO., INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1.  
Name and Address

The name of the Corporation is JL McVey Building Co., Inc. The principal office and mailing address of the Corporation is 6760 Sable Ridge Lane, Naples, Florida 34109.

Article 2.  
Duration

The duration of the Corporation is perpetual.

Article 3.  
Purpose

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 4.  
Shares

A. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, Four Hundred (400) shares of Class A Common Stock and Six Hundred (600) shares of Class B Common Stock, and each shall have a par value of \$1.00 per share. The designations, preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the shares of each class shall be as provided in this Article.

1. Class A Common Stock. Each holder of record of shares of Class A Common Stock shall have full voting rights as shall be stated in the resolution or resolutions of the Board of Directors providing for the issue of such shares. The holder of each share of Class A Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

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2. Class B Common Stock. Except as set forth herein, or as otherwise provided by law, holders of Class B Common Stock shall have no voting rights as shall be stated in the resolution or resolutions of the Board of Directors providing for the issue of such shares, and their consent shall not be required for taking any corporate action.

B. Dividend Rights. Subject to the prior rights of holders of all classes of common stock at the time outstanding having prior rights as to dividends, the holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

C. Liquidation Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to liquidation, upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed to the holders of the common stock.

D. Redemption. The Corporation, at its option to be exercised by its Board of Directors, may redeem the whole or any part of the common stock or of any class or series thereof at such time or times as may be fixed by the Board, at the applicable price for each share, and upon the terms and conditions which shall have been fixed and determined by the Board with respect thereto.

#### Article 5.

##### Initial Officers and/or Directors

The initial Officers of the Corporation are:

James L. McVey	President
James L. McVey	Vice President
James L. McVey	Treasurer
James L. McVey	Secretary

#### Article 6.

##### Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Conroy, Coleman & Hazzard, P.A., 2640 Golden Gate Parkway, Suite 115, Naples, Florida, 34105, and the name of its initial Registered Agent at that address is J. Thomas Conroy, III.

#### Article 7.

##### Incorporators

The name and address of the Incorporator is as follows:

James L. McVey  
6760 Sable Ridge Lane

Naples, Florida 34109

Article 8.  
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9.  
Preemptive Rights

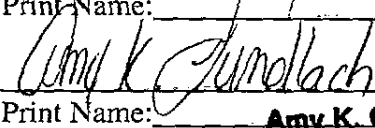
The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10.  
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

14th IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this day of September, 2004.

  
Print Name: J. Thomas Conroy, II

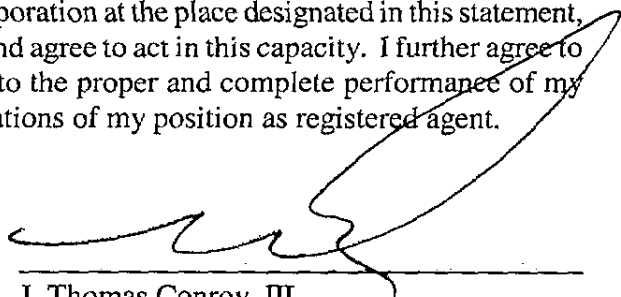
  
Print Name: Amy K. Gundlach

  
By: \_\_\_\_\_  
Name: James L. McVey

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**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, J. Thomas Conroy, III, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
J. Thomas Conroy, III

Date: September 14, 2004

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